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Liquidating Trust*

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*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

-----X
In re: : Chapter 11
: Case No. 08-35653 (KRH)
CIRCUIT CITY STORES, INC., et al., :
Debtors. : Jointly Administered
-----X

**THIRD ORDER REGARDING LIQUIDATING TRUST'S SIXTY-FOURTH
OMNIBUS OBJECTION TO LANDLORD CLAIMS
(REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS)**

THIS MATTER having come before the Court¹ on the Liquidating Trust's Sixty-Fourth Omnibus Objection to Landlord Claims (Reduction of Certain Partially Invalid Claims) (the "Objection"), which requested, among other things, that the claims specifically identified on Exhibit B attached to the Objection be reduced for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors' estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Court will conduct a status conference on June 6, 2013 at 2:00 p.m. for all Claims identified on Exhibit A attached hereto.
2. The Liquidating Trust's rights to object to any claim including (without limitation) the Claims subject to the Objection, on any grounds that applicable law permits, are not waived and are expressly reserved.
3. The Liquidating Trust shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.
4. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

Dated: Richmond, Virginia
_____, 2013

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

/s/ Lynn L. Tavenner

Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
20 North Eighth Street, 2nd Floor
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Liquidating Trust*

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Lynn L. Tavenner
Lynn L. Tavenner

In re Circuit City Stores, Inc, et al. Case No. 08-35653 (KRH)

LIQUIDATING TRUST'S SIXTY-FOURTH OMNIBUS OBJECTION – EXHIBIT A
OBJECTIONS ADJOURNED TO JUNE 6, 2013

Claim Number	Name and Address
14515	1003 College Station LLC Attn Michael Mason President c/o Fairfield Financial Group Inc Managing Member 8 Greenway Plz Ste 1100 Houston, TX 77046
12708	4110 Midland LLC Attn Michael Mason Pres Fairfield Financial Group Inc Managing Member 8 Greenway Plz Ste 1100 Houston, TX 77046
12710	4905 Waco LLC Attn Michael Mason President c/o Fairfield Financial Group Inc Managing Member 8 Greenway Plz Ste 1100 Houston, TX 77046
12682	Abercorn Common LLLP C O LNR PARTNERS LLC 1601 WASHINGTON AVE STE 700 MIAMI BEACH, FL 33139
12241	Abilene Ridgemont LLC c/o Douglas C Noble McCraney Montagnet & Quin 602 Steed Rd Ste 200 Ridgeland, MS 39157
9488	Bank of America NA as successor by merger to LaSalle Bank National Association as Trustee for the Registered Holders of GMAC Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201

Claim Number	Name and Address
9721	Bank of America National Association as successor by merger to LaSalle Bank National Association fka LaSalle National Bank Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
9724	Bank of America National Association as successor by merger to LaSalle Bank National Association fka LaSalle National Bank Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
9734	Bank of America National Association as successor by merger to LaSalle Bank National Association fka LaSalle National Bank Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
9704	Bank of America National Association Successor By Merger to LaSalle Bank National Association fka LaSalle National Bank Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
9707	Bank of America National Association Successor By Merger to LaSalle Bank National Association fka LaSalle National Bank Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
9740	Bank of America National Association Successor By Merger to LaSalle Bank National Association fka LaSalle National Bank Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
9050	Bank of America National Association Successor By Merger to LaSalle Bank National Association fka LaSalle National Bank As Tr Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201

Claim Number	Name and Address
10030	Bank of America National Association Successor By Merger to LaSalle Bank National Association fka LaSalle National Bank As Tr Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
9916	Bank of America National Association Successor by Merger to LaSalle National Bank a Nationally Chartered Bank as Trustee for c/o Capmark Finance Inc Payton Inge 700 N Pearl St Ste 2200 Dallas, TX 75201
9899	Bank of American National Association as Successor by Merger to LaSalle Bank National Association as Trustee for the Register c/o Capmark Finance Inc Peyton Inge 700 N Pearl St Ste 2200 Dallas, TX 75201
3973	BASILE LIMITED LIABILITY CO c/o Hirschler Fleischer PC Attn Sheila deLa Cruz PO Box 500 Richmond, VA 23218-0500
12653	Bear Valley Road Partners LLC Attn Brad Becker c/o Becker Development Investments 12730 High Bluff Dr San Diego, CA 92130
9952	BFLO Waterford Associates LLC Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren 101 Park Ave New York, NY 10178
8796	Bond Circuit IV Delaware Business Trust Mark B Conlan Esq Gibbons PC One Gateway Ctr Newark, NJ 07102-5310

Claim Number	Name and Address
15019	Bond Circuit IV Delaware Trust Mark B Conlan Esq Gibbons PC One Gateway Ctr Newark, NJ 07102-5310
7933	Catellus Operating Limited Partnership a Delaware Limited Partnership Catellus Operating Limited Partnership Attn Greg Moore 66 Franklin St Ste 200 Oakland, CA 94607
12718	CC Acquisitions LP Attn Vivian Dubin c/o NYLIFE Real Estate Holdings LLC General Partner 51 Madison Ave New York, NY 10010
12721	CC Acquisitions LP Attn Vivian Dubin c/o NYLIFE Real Estate Holdings LLC General Partner 51 Madison Ave New York, NY 10010
12722	CC Acquisitions LP Attn Vivian Dubin c/o NYLIFE Real Estate Holdings LLC General Partner 51 Madison Ave New York, NY 10010
12725	CC Acquisitions LP Attn Vivian Dubin c/o NYLIFE Real Estate Holdings LLC General Partner 51 Madison Ave New York, NY 10010
14518	CC Acquisitions LP Attn Vivian Dubin Associate General Counsel c/o NYLIFE Real Estate Holdings LLC General Partner 51 Madison Ave New York, NY 10010

Claim Number	Name and Address
14521	CC Acquisitions LP Attn Vivian Dubin Associate General Counsel c o NYLIFE Real Estate Holdings LLC General Partner 51 Madison Ave New York, NY 10010
14522	CC Acquisitions LP Attn Vivian Dubin Associate General Counsel c o NYLIFE Real Estate Holdings LLC General Partner 51 Madison Ave New York, NY 10010
14523	CC Acquisitions LP Attn Vivian Dubin c o NYLIFE Real Estate Holdings LLC General Partner 51 Madison Ave New York, NY 10010
14574	CC Acquisitions LP Attn Vivian Dubin c o NYLIFE Real Estate Holdings LLC General Partner 51 Madison Ave New York, NY 10010
14577	CC Acquisitions LP Attn Deborah J Piazza Esq c o Hodgson Russ LLP 60 E 42nd St 37th Fl New York, NY 10165
11572	CC Investors 1996 14 Kamin Realty Company 490 S Highland Ave Pittsburgh, PA 15206
11238	CENTURY PLAZA DEVELOPMENT CORPORATION John C Willsie Corporate Counsel The Seeno Companies 4021 Port Chicago Hwy Concord, CA 94520-0000

Claim Number	Name and Address
9037	Circuit Investors No 2 Ltd A Texas Partnership c o Niclas A Ferland Esq LeClairRyan A Professional Corporation 545 Long Wharf Dr 9th Fl New Haven, CT 06511
15243	CLF Trust Joshua Azinger c o Midland Loan Services 10851 Mastin Ste 3000 Overland Park, KS 66210
15245	CLF Trust Joshua Azinger c o Midland Loan Services 10851 Mastin Ste 3000 Overland Park, KS 66210
12728	CWCapital Asset Management LLC as Special Servicer for Bank of America N A CWCapital Asset Management LLC c o Michael J McGregor Capmark Finance Inc 7501 Wisconsin Ave Ste 500W Bethesda, MD 20814-6581
12832	CWCapital Asset Management LLC as Special Servicer for Bank of America N A Demetrios Morakis Capmark Finance Inc 7501 Wisconsin Ave Ste 500W Bethesda, MD 20814
12846	CWCapital Asset Management LLC as Special Servicer for Bank of America N A Demetrios Morakis Capmark Finance Inc 7501 Wisconsin Ave Ste 500W Bethesda, MD 20814

Claim Number	Name and Address
11573	Daniel G Kamin Flint LLC Kamin Realty Company 490 S Highland Ave Pittsburgh, PA 15206
12647	Drexel Delaware Trust c/o Midland Loan Services Inc a Delaware Corporation Midland Loan Services Inc c/o JP Morgan Chase Lockbox 974754 PNC Bank Lockbox 14800 Frye Rd TX1 0006 Fort Worth, TX 76155
12687	EEL MCKEE LLC ATTN GARY M KAPLAN FARELLA BRAUN & MARTEL LLP 235 MONTGOMERY ST 17TH FL SAN FRANCISCO, CA 94104
8943	Inland Western Avondale McDowell LLC Karen C Bifferato Esq Connolly Bove Lodge & Hutz LLP 1007 N Orange St PO Box 2207 Wilmington , DE 19899-0000
12642	Inland Western Columbia Clifty LLC c/o Bert Bitourna Esq Inland US Management LLC Inland Real Estate Group 2901 Butterfield Rd 3rd Fl Oak Brook, IL 60523
12420	Key Bank NA as Master Servicer and ORIX Capital Markets LLC as Special Servicer Gregory A Cross Esq Venable LLP 750 E Pratt St Ste 900 Baltimore, MD 21202
12399	KeyBank NA as Master Servicer and ORIX Capital Markets LLC as Special Servicer on behalf of Bank of America NA successor by Gregory A Cross Esq Venable LLP 750 E Pratt St Ste 900 Baltimore, MD 21202

Claim Number	Name and Address
12917	Laguna Gateway Phase 2 LP Attn John L Pappas c/o Pappas Investments 2020 L St 5th Fl Sacramento, CA 95814
9517	Macerich Store No 6286 Thomas J Leanse Esq c/o Katten Muchin Rosenman LLP 2029 Century Pk E 26th Fl Los Angeles, CA 90067
12693	Macerich Vintage Faire Limited Partnership Thomas J Leanse Esq c/o Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067
8561	Manufacturers & Traders Trust Company as Trustee c/o Nancy George VP Corporate Trust Dept 1 M&T Plaza 7th Fl Buffalo, NY 14203
8611	Manufacturers & Traders Trust Company as Trustee c/o Nancy George VP Corporate Trust Dept 1 M&T Plaza 7th Fl Buffalo, NY 14203
8613	Manufacturers & Traders Trust Company as Trustee c/o Nancy George VP Corporate Trust Dept 1 M&T Plaza 7th Fl Buffalo, NY 14203
8622	Manufacturers & Traders Trust Company as Trustee c/o Nancy George VP Corporate Trust Dept 1 M&T Plaza 7th Fl Buffalo, NY 14203

Claim Number	Name and Address
12053	Manufacturers and Traders Trust Co as Trustee c/o Nancy George Vice President Corporate Trust Dept 1 M&T Plaza 7th Fl Buffalo, NY 14203
12258	Midland Loan Services Inc c/o Katharine Battaia Thompson and Knight LLP 1722 Routh St Ste 1500 Dallas, TX 75201
8079	Park National Bank 50 N 3rd St PO Box 3500 Newark, OH 43058-3500
8618	Park National Bank 50 N 3rd St PO Box 3500 Newark, OH 43058-3500
11749	Park National Bank Attn Richard C Maxwell c/o Woods Rogers PLC 10 S Jefferson St Ste 1400 PO Box 14125 Roanoke, VA 24011
11750	Park National Bank Attn Richard C Maxwell c/o Woods Rogers PLC 10 S Jefferson St Ste 1400 PO Box 14125 Roanoke, VA 24011
11752	Park National Bank Attn Richard C Maxwell c/o Woods Rogers PLC 10 S Jefferson St Ste 1400 PO Box 14125 Roanoke, VA 24011

Claim Number	Name and Address
11753	Park National Bank Attn Richard C Maxwell c o Woods Rogers PLC 10 S Jefferson St Ste 1400 PO Box 14125 Roanoke, VA 24011
12615	Park National Bank 50 N 3rd St PO Box 3500 Newark, OH 43058-3500
9009	Park National Bank as assignee of rents under Henrico County Virginia Deed of Lease with CK Richmond Business Services No 2 Attn Richard C Maxwell Woods Rogers PLC 10 S Jefferson St Ste 1400 PO Box 14125 24038 Roanoke, VA 24011
8947	Park National Bank as Assignee of Rents Under the Columbus Georgia Lease with Circuit Investors No 2 Ltd Attn Richard C Maxwell c o Woods Rogers PLC 10 S Jefferson St Ste 1400 PO Box 14125 24038 Roanoke, VA 24038-4125
9951	Ronald Benderson Randall Benderson and David H Baldauf Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren 101 Park Ave New York, NY 10178
12510	Saugus Plaza Associates Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178
7526	The West Campus Square Company LLC J Bennett Friedman Esq Friedman Law Group 1900 Avenue of the Stars Ste 1800 Los Angeles, CA 90067-4409

Claim Number	Name and Address
7550	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
8614	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
12115	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
12121	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
12588	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
12589	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
12735	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451

Claim Number	Name and Address
14519	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
14520	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
15112	United States Debt Recovery V LP Assignee of CC Properties LLC United States Debt Recovery V LP 940 Southwood Blvd Ste 101 Incline Village, NV 89451
14793	US Bank National Association as Purchaser of Assets of Park National Bank Attn Richard C Maxwell Esq c/o Woods Rogers PLC 10 S Jefferson St Ste 1400 Roanoke, VA 24011
14794	US Bank National Association as Purchaser of Assets of Park National Bank Attn Richard C Maxwell Esq c/o Woods Rogers PLC 10 S Jefferson St Ste 1400 Roanoke, VA 24011
14796	US Bank National Association as Purchaser of Assets of Park National Bank Attn Richard C Maxwell Esq c/o Woods Rogers PLC 10 S Jefferson St Ste 1400 Roanoke, VA 24011
13480	WCC Properties LLC ADI Properties 2750 Womble Rd Ste 101 San Diego, CA 92106-6114

Claim Number	Name and Address
12685	WEC 99A 1 LLC c/o Midland Loan Services Inc a Delaware Corporation Midland Loan Services Inc c/o JP Morgan Chase Lockbox 974754 PNC Bank Lockbox 14800 Frye Rd TX1 0006 Fort Worth, TX 76155
12851	WEC 99A 3 LLC c/o Midland Loan Services Inc a Delaware Corporation Midland Loan Services Inc c/o JP Morgan Chase Lockbox 974754 PNC Bank Lockbox 14800 Frye Rd TX1 0006 Fort Worth, TX 76155
12635	Weingarten Nostat Inc Attn Jenny J Hyun Esq c/o Weingarten Realty Investors 2600 Citadel Plz Dr Ste 125 Houston, TX 77008
8282	Wells Fargo Bank as Trustee for the Registered Holders of JP Morgan Chase Commercial Mortgage Securities Corp Commercial Mort Jubilee Springdale LLC c/o Schottenstein Property Group 4300 E 5th Ave Columbus, OH 43219-1816
9441	Wells Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA as Trustee Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
9444	Wells Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA as Trustee Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
9450	Wells Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA as Trustee Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201

Claim Number	Name and Address
9741	Wells Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA as Trustee Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
12004	Wells Fargo Bank Northwest NA Krystal Bagshaw VP Wells Fargo Bank Northwest NA 299 S Main St MAC U1228 120 Salt Lake City, UT 84111
12011	Wells Fargo Bank Northwest NA c/o Woods Rogers PLC Attn Richard C Maxwell 10 S Jefferson St Ste 1400 PO Box 14125 24038 Roanoke, VA 24011
12012	Wells Fargo Bank Northwest NA Krystal Bagshaw VP Wells Fargo Bank Northwest NA 299 S Main St MAC U1228 120 Salt Lake City, UT 84111
12013	Wells Fargo Bank Northwest NA Krystal Bagshaw VP Wells Fargo Bank Northwest NA 299 S Main St MAC U1228 120 Salt Lake City, UT 84111
12014	Wells Fargo Bank Northwest NA Krystal Bagshaw VP Wells Fargo Bank Northwest NA 299 S Main St MAC U1228 120 Salt Lake City, UT 84111
12023	Wells Fargo Bank Northwest NA Krystal Bagshaw VP Wells Fargo Bank Northwest NA 299 S Main St MAC U1228 120 Salt Lake City, UT 84111

Claim Number	Name and Address
13079	Wells Fargo Bank Northwest NA c/o Woods Rogers PLC Attn Richard C Maxwell 10 S Jefferson St Ste 1400 PO Box 14125 24038 Roanoke, VA 24011